

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS
CENTRAL DIVISION

DONALD P. SPEAKMAN, STEPHEN H.
WEDEL, and MARK L. ROBARE,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs,

v.

ALLMERICA FINANCIAL LIFE INS. &
ANNUITY CO., FIRST ALLMERICA
FINANCIAL LIFE INS. CO., and
ALLMERICA FINANCIAL CORP.,

Defendants.

Civil Action No. 4:04-cv-40077-FDS

JOINT SUBMISSION
REGARDING SET-OFF SUPPLEMENTAL RELIEF

WHEREAS, the Stipulation of Settlement in the above-captioned matter provided that Allmerica would pay to each Class Member the aggregate amount of Set-Offs¹ that were used or applied during the period May 1, 2005 to the Disbursement Date²;

WHEREAS, the Set-Off Supplemental Relief was described in the June 2006 Class Notice in a manner consistent with the Stipulation of Settlement;

¹ The Stipulation of Settlement defines "Set-Offs" as "any commissions or sums other than Trail Commissions that Defendants used or applied, after May 1, 2005, to cover or reduce any shortfall between any Class Member's quarterly DAC Note payments and the Trail Commission payable in a given quarter." See Stipulation of Settlement § 2.36, at 9.

² Allmerica's obligation to pay Set-Off Supplemental Relief was subject to Section 3.5 of the Stipulation of Settlement, which provides: "To the extent that a Class Member qualifies for a payment under both the True-Up Supplemental Relief in subpart 3.3 and the Set-Off Supplemental Relief in subpart 3.4, such Class Member nonetheless shall receive only one form of Supplemental Relief (not both), which shall be the form of the Supplemental Relief that provides the greater payment."

WHEREAS, on October 10, 2006, Allmerica mailed Set-Off Supplemental Relief payments to Class Members in an aggregate amount of \$454,408.25; and

WHEREAS, in reviewing its calculation of Set-Off Supplemental Relief pursuant to the Stipulation of Settlement, Allmerica discovered an error that resulted in an aggregate underpayment of \$34,816.57.

The parties wish to inform the Court as follows:

1. Allmerica has determined that it did not initially distribute \$34,816.57 in Set-Off Supplemental Relief that was owed to Class Members pursuant to the Stipulation of Settlement.
2. On December 22, 2006, Allmerica mailed supplemental Set-Off Supplemental Relief payments to the appropriate Class Members to conform to the Stipulation of Settlement.
3. No Class Member who previously qualified for Supplemental Relief under the Settlement Agreement will receive a lower amount of relief as a result of Allmerica's correction of its error.

Respectfully submitted,

ATTORNEYS FOR DEFENDANTS

Andrea J. Robinson (BBO No. 556337)
Jonathan A. Shapiro (BBO No. 567838)
Eric D. Levin (BBO No. 639717)
Brett R. Budzinski (BBO No. 655238)
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6000

By: /s/ Brett R. Budzinski

ATTORNEYS FOR PLAINTIFFS

Stephen L. Hubbard
Robert W. Biederman (BBO No. 562279)
Hubbard & Biederman, LLP
1717 Main Street, Suite 4700
Dallas, TX 75201
(214) 857-6000

Nancy Freeman Gans (BBO No. 184540)
Moulton & Gans, P.C.
55 Cleveland Road
Wellesley, MA 02481
(781) 235-2246

By: /s/ Robert W. Biederman

Dated: December 27, 2006

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served on this 27th day of December 2006 by overnight mail on:

Nancy Freeman Gans
Moulton & Gans, LLP
55 Cleveland Road
Wellesley, MA 02481

Stephen L. Hubbard
Robert W. Biederman
David M. Grossman
Hubbard & Biederman, LLP
1717 Main Street, Suite 4700
Dallas, TX 75201

Mark W. Corner
Riemer & Braunstein LLP
Three Center Plaza
Boston, MA 02108

/s/ Brett R. Budzinski

Brett R. Budzinski